

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

**FEE STATEMENT COVER SHEET FOR THE
PERIOD MARCH 1, 2022 THROUGH MARCH 31, 2022**

Debtor: LTL Management LLC	Name of Applicant: Weil, Gotshal & Manges LLP
Case No.: 21-30589 (MBK)	Client: Special Counsel to LTL Management LLC
Chapter: 11	Case Filed: October 14, 2021 (the "Petition Date")

**SECTION I
FEE SUMMARY**

<input checked="" type="checkbox"/> Interim Fee Application No. <u>5</u>	<input type="checkbox"/> Final Fee Application
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Summary of Amounts Requested for the Period March 1, 2022 through March 31, 2022 (the "**Fifth Statement Period**").

Total Fees for the LTL Debtor:	<u>\$188,019.63¹</u>
Total Disbursements:	<u>\$839.94</u>
Total Fees Plus Disbursements:	<u>\$188,859.57²</u>
Minus 20% Holdback:	<u>\$37,603.93</u>
Amount Sought at this Time:	<u>\$151,255.64</u>

Summary of Amounts Requested for Previous Periods:

	Fees	Expenses
Total Previous Fee Requested:	<u>\$871,037.66</u>	<u>\$9,950.64</u>
Total Fees Allowed to Date:	<u>\$0.00</u>	<u>\$0.00</u>
Total Retainer (If Applicable):	<u>\$0.00</u>	<u>\$0.00</u>
Total Holdback (If Applicable):	<u>\$174,207.53</u>	<u>\$0.00</u>
Total Received By Applicant:	<u>\$613,908.63</u>	<u>\$9,687.24</u>

¹ The total amount of fees and expenses incurred by Weil during the Fifth Statement Period for matters in which it is solely representing LTL or is representing LTL jointly with Johnson & Johnson is \$309,163.40. Of this amount, as set forth in this fee statement, Weil is seeking payment in the amount of \$188,019.63 in fees and \$839.94 in expenses from LTL. Weil's fees for matters in which it is solely representing Johnson & Johnson are not reflected in this monthly fee statement.

² Due to a typographical error, in its February fee statement, Weil incorrectly stated the total fees and expenses incurred for that month as \$103,915.27, instead of \$103,915.25. To correct this inadvertent mistake, Weil adjusted the total amount sought in this fee statement from \$188,859.57 to \$188,859.55.

**COMPENSATION BY PROFESSIONAL
MARCH 1, 2022 THROUGH MARCH 31, 2022**

The attorneys who rendered professional services in this chapter 11 case from March 1, 2022 through March 31, 2022 (the “Fee Period”) are:

NAME OF PROFESSIONAL: PARTNERS AND COUNSEL	DEPARTMENT [†]	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Cailteux, Konrad L.	LIT	1985	\$1,188.00	1.30	\$1,544.40
Sullivan, Diane P.	LIT	1987	\$1,452.00	7.30	\$10,599.60
Tsekerides, Theodore E.	LIT	1994	\$1,139.60	22.50	\$25,641.00
Berkovich, Ronit J.	RES	2002	\$1,452.00	71.00	\$103,092.00
Berkovich, Ronit J.	RES	2002	\$726.00	2.20	\$1,597.20
Hoehne, Debora (Counsel)	RES	2008	\$977.50	4.90	\$4,789.75
Semaya, Allison H. (Counsel)	LIT	2014	\$977.50	1.00	\$977.50
Nolan, John J. (Counsel)	LIT	2015	\$935.00	1.10	\$1,028.50
Total Partners and Counsel:				111.30	\$149,269.95

[†] RES – Restructuring; LIT – Litigation

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT[†]	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Friedman, Julie T.	RES	2003	\$552.50	17.90	\$9,889.75
Ha, Frances R.	RES	2018	\$654.50	90.70	\$59,363.15
George, Jason	RES	2019	\$654.50	10.70	\$7,003.15
Andrews, Fraser Gavin	RES	2021	\$760.75	57.70	\$43,895.30
Wheeler, Emma	RES	2022	\$535.50	28.30	\$15,154.65
Total Associates:				205.30	\$135,306.00

[†] RES – Restructuring

The paraprofessionals and other non-legal staff who rendered professional services in this chapter 11 case during the Fee Period are:

NAME OF PARAPROFESSIONALS AND OTHER NON-LEGAL STAFF:	DEPARTMENT[‡]	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lee, Kathleen Anne	RES	\$391.00	12.50	\$4,887.50
Fabsik, Paul	RES	\$344.25	46.50	\$16,007.67
Ting, Lara	LSS	\$331.50	0.50	\$165.75
Kleissler, Matthew Joseph	RES	\$233.75	0.50	\$116.88
Mason, Kyle	RES	\$221.00	0.60	\$132.60
Total Paraprofessionals and Other Non-Legal Staff:			60.60	\$21,310.40

The total fees for the Fee Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel:	\$1,341.15	111.30	\$149,269.95
Associates:	\$659.06	205.30	\$135,306.00
Paraprofessionals and Other Non-Legal Staff:	\$351.66	60.60	\$21,310.40
Blended Attorney Rate:	\$898.85		
Blended Rate for All Timekeepers:	\$810.94		
Total Fees Incurred:		377.20	\$305,886.35

[‡] RES – Restructuring; LSS – Litigation Support Services

**SECTION II
SUMMARY OF SERVICES**

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD MARCH 1, 2022 THROUGH MARCH 31, 2022**

TASK CODE	DESCRIPTION	HOURS	AMOUNT	LTL %	LTL PORTION
L120	Strategy	24.70	\$30,336.94	50%	\$15,168.47
L210	Pleadings, Legal Research, etc.	7.20	\$5,660.18	50%	\$2,830.09
L320	Document Collection & Production	33.90	\$11,976.93	50%	\$5,988.47
L450	Court Conferences & Hearings	99.90	\$87,665.56	50%	\$43,832.78
L601	Automatic Stay	106.00	\$98,496.64	50%	\$49,248.32
L602	Weil Retention/Fee Application Preparation	102.60	\$69,136.50	100%	\$69,136.50
L603	Non Working Travel	2.20	\$1,597.20	50%	\$798.60
L604	Imerys/Cyprus info for LTL	0.70	\$1,016.40	100%	\$1,016.40
Total Fees Requested:		377.20	\$305,886.35		\$188,019.63

**SECTION III
SUMMARY OF DISBURSEMENTS**

**DISBURSEMENT SUMMARY BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD MARCH 1, 2022 THROUGH MARCH 31, 2022**

DISBURSEMENTS	AMOUNTS	LTL %	LTL PORTION
Court Reporting	\$180.00	50%	\$90.00
Court Telephone/CourtSolutions	\$200.00	50%	\$100.00
Duplicating	\$936.31	50%	\$468.16
Online News Monitoring	\$170.00	50%	\$85.00
Outside Messenger Service	\$47.95	50%	\$23.98
Travel	\$145.59	50%	\$72.80
Total Disbursements Requested:	\$1,679.85		\$839.94

SECTION IV CASE HISTORY

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| (1) Date cases filed: | October 14, 2021 |
| (2) Chapter under which case commenced: | Chapter 11 |
| (3) Date of retention: | March 17, 2022 <i>nunc pro tunc</i> to October 14, 2021 [Dkt. 1752] (the “ Retention Order ”). ³ |
| (4) Summarize in brief the benefits to the estate and attach supplements as needed | SEE BELOW |

During the Fifth Statement Period, Weil, Gotshal & Manges LLP (“**Weil**”) provided the following services to LTL Management LLC (the “**Debtor**”) including, but not limited to, the following:

Strategy

- Monitored dockets of the chapter 11 cases of *Imerys Talc America, Inc., et al.*, Case No. 19-10289 (LSS), (Bankr. D. Del.) (the “**Imerys Bankruptcy Case**”) and *In re Cyprus Mines Corporation*, Case No. 21-10398 (LSS), (Bankr. D. Del.) (the “**Cyprus Bankruptcy Case**,” and together with Imerys Bankruptcy Case, “**Imerys/Cyprus Bankruptcy Cases**”) and the Debtor’s bankruptcy case, reviewed relevant pleadings filed and orders issued therein to assess any potential impact on the Debtor and its strategy relating to the Imerys/Cyprus Bankruptcy Cases and to protect the Debtor’s interests in the Imerys/Cyprus Bankruptcy Cases, and prepared updates to the Debtor regarding same.
- Participated in internal conferences and conferences with the LTL/J&J to discuss and analyze strategies and issues in the Imerys/Cyprus Bankruptcy Cases.

Court Conferences & Hearings

- Monitored hearings in the Imerys/Cyprus Bankruptcy Cases, the Debtor’s bankruptcy case, and the Boy Scouts of America bankruptcy case (pending in same court as the Imerys/Cyprus Bankruptcy Cases in front of the same judge and involving many of the same issues) to determine the impact on the Debtor in the Imerys/Cyprus Bankruptcy Cases.

Automatic Stay

- Reviewed and conducted legal research regarding the impact of certain state court filings for relief from the automatic stay on the Debtor in the Imerys/Cyprus Bankruptcy Cases.

³ The Retention Order entered on March 17, 2022 [Dkt. 1752] is attached hereto as **Exhibit A**.

- Participated in internal conferences and conferences with Jones Day to discuss and analyze strategies and issues with respect to Windsor and the automatic stay in the Imerys/Cyprus Bankruptcy Cases, including (i) certain state court filings and (ii) a motion for relief from the automatic stay.
- Drafted and reviewed the Debtor's letter regarding certain state court filings and the automatic stay in the Imerys/Cyprus Bankruptcy Cases.

Weil Retention / Fee Application Preparation

- Reviewed the relevant pleadings filed with respect to Weil's retention in the Debtor's bankruptcy case and participated in internal conferences and conferences with Jones Day to discuss and analyze strategies and issues with respect to the objections to Weil's retention.
- Prepared for and attended the hearing on the Debtor's application to retain Weil in the Debtor's bankruptcy case.
- Reviewed, revised, and filed Weil's monthly fee statement and first interim fee application in accordance with applicable fee guidelines and the Court's order.

(5) Anticipated distribution to creditors:

(a) Administration expense:	Unknown at this time.
(b) Secured creditors:	Unknown at this time.
(c) Priority creditors:	Unknown at this time.
(d) General unsecured creditors:	Unknown at this time.

(6) Final disposition of case and percentage of dividend paid to creditors:

Final dividend percentages are unknown at this time.

I certify under penalty of perjury that the above is true.

Date: June 3, 2022

/s/ Ronit J. Berkovich

Ronit J. Berkovich